

***GREENBRIER***  
**MANAGEMENT SERVICES**

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

May 26, 2011

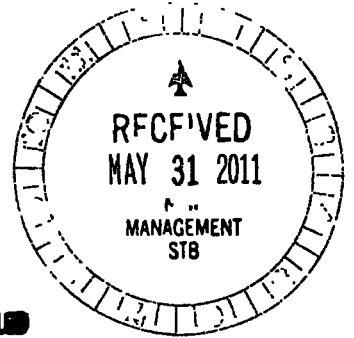
VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

RECORDATION NO.

29797

FILED



MAY 31 '11 -2 4 5 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Full Service Railcar Lease dated as of March 16, 2011 and effective June 1, 2010 for Schedule No. 1 dated as of March 16, 2011 and effective June 1, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I LLC  
c/o Greenbrier Management Services, LLC  
One Centerpointe Drive, Suite 400  
Lake Oswego, Oregon 97035

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

Two hundred (200) 66-foot, 3,267 c.f. open-top solid-bottom mill gondola railcars, marked and numbered AOK 519200 through AOK 519399, inclusive.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
May 26, 2011  
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Full Service Railcar Lease dated as of March 16, 2011 and  
effective June 1, 2010 for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

MEMORANDUM OF FULL SERVICE RAILCAR LEASE MAY 31 '11 -2 4 5 PM

## SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 16<sup>th</sup> day of March, 2011, and effective as of June 1, 2010, to that certain Master Full Service Railcar Lease and Schedule No 1 thereto as of the same date, is between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and BNSF RAILWAY COMPANY, a Delaware corporation (the "Lessee" and together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of March 16, 2011 and effective as of June 1, 2010, and that certain Schedule No 1 thereto as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars"),

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein


This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

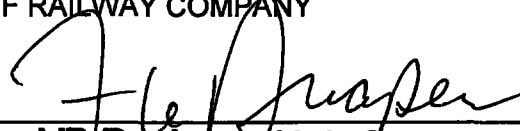
*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.*

WL ROSS-GREENBRIER RAIL I LLC

By   
Title Vice President

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct*

BNSF RAILWAY COMPANY

By   
Title VP Business Unit Operations

## EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Two hundred (200)	66-foot, 3,267 c f open-top solid-bottom mill gondola railcars, 286,000 lbs GRL, with fixed ends	AOK 519200 through AOK 519399, inclusive